

TRANSMITTAL LETTER

P96000023767

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400001670944
-12/26/95--01068--010
****122.50 ****122.50

SUBJECT: BACKDOWN, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: MICHAEL O. GIBSON C.P.A.
Name (printed or typed)

P. O. Box 4783

Address

FT. WALTON BLVD, FL 32549

City, State & Zip

(904) 837-4914 (H)

Daytime Telephone number

(904) 882-3148 (W) (5)

(521) W95-56

FILED
96 MAR 18 AM 9:34
TALLAHASSEE FLORIDA
STATE

NOTE: Please provide the original and one copy of the articles.

167 - per call on
2/13/96
Notarize Affidavit

ORTHOPAEDIC & SPORTS MEDICINE SPECIALISTS, INC.
Orthopaedic Surgery

Martin L. McTigue, M.D.
Richard L. Weimann, M.D.

PROVIDENCE MEDICAL PLAZA
2150 KIPLING AVENUE, SUITE 205
CINCINNATI, OHIO 45230
OFFICE PHONE: 641-5522

January 24, 1996

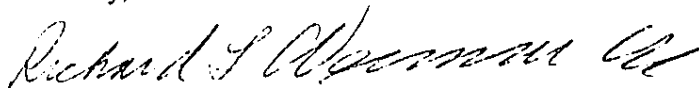
Captain Gary Jarvis
P.O. Box 1185
Destin, Florida 32541

Dear Mr. Jarvis:

This letter is to inform you that, as the president of the former Backdown Corporation, a sub-S corporation, I hereby relinquish the right and name of the Backdown Corporation.

Please contact me if you have any questions or if further information is required.

Sincerely,



Richard L. Weimann, M.D.
RLW/amp



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 2, 1996

MICHAEL O. GIBSON C.P.A.
P. O. BOX 4783
FORT WALTON BEACH, FL 32549

SUBJECT: BACK DOWN, INC.
Ref. Number: W96000000056

We have received your document for BACK DOWN, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved entity. The name of a voluntarily dissolved Florida entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, executed pursuant to section 607.0120 or 608.408, Florida Statutes, permitting the immediate assumption or use of the name by another entity.

If the document is resubmitted, please return a copy of this letter to ensure your document is properly handled.

If you have any further questions regarding the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 996A00000089



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 13, 1996

MICHAEL O. GIBSON C.P.A.
P. O. BOX 4783
FORT WALTON BEACH, FL 32549

SUBJECT: BACK DOWN, INC.
Ref. Number: W96000000056

We have received your document for BACK DOWN, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved entity. The name of a voluntarily dissolved Florida entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, executed pursuant to section 607.0120 or 608.408, Florida Statutes, permitting the immediate assumption or use of the name by another entity.

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If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 996A00000089

ORTHOPAEDIC & SPORTS MEDICINE SPECIALISTS, INC.
Orthopaedic Surgery

Martin L. McFigue, M.D.
Richard L. Weimann, M.D.

PROVIDENCE MEDICAL PLAZA
2450 KIPLING AVENUE, SUITE 200
CINCINNATI, OHIO 45230
OFFICE PHONE: 541-5522

February 12, 1996

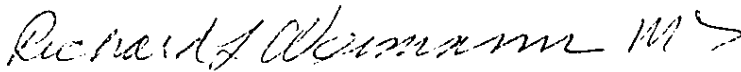
Captain Gary Jarvis
P.O. Box 1185
Destin, Florida 32541

Dear Mr. Jarvis:

This letter is to inform you that, as the president of the former Backdown Corporation, a sub-S corporation, I hereby relinquish the right and name of the Backdown Corporation.

Please contact me if you have any questions or if further information is required.

Sincerely,



Richard L. Weimann, M.D.
RLW/amp

Signed before me this 14th day of February, 1996.


Patricia J. Sagel, notary public

ARTICLES OF INCORPORATION

OF

BACK DOWN, INC.

ARTICLE I. NAME

The name of this corporation is Back Down, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually, commencing on the date of filing.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 804 Mars Ave.; Destin, Florida 32541, and the name and address of the initial registered agent of this corporation is Michael O. Gibson; 71 Country Club Drive E.; Destin, Florida 32541.

FILED
96 MAR 18 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the initial director of this corporation is Gary Jarvis; 804 Mars Ave.; Destin, Florida 32541.

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these articles is:

Gary Jarvis
804 Mars Ave.
Destin, Florida 32541

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Gary Jarvis.....500 Shares

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XII. AMENDMENT

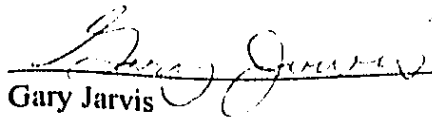
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIII. RESTRICTION OF TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

ARTICLE XIV. TAX ARTICLE


It is the intention of this charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.


Gary Jarvis

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Gary Jarvis, personally known to me and who did take an oath, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this day July 1994.


Notary Public
Typed Name _____

Commission No.
My Commission Expires:



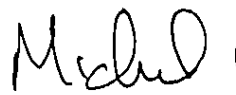
Certificate Designating Place of Business or Domicile for the Service of Process Within
this State, Naming Agent upon Whom Process May be Served:

MICHAEL O. GIBSON

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

FIRST: That Pack Down, Inc., a corporation duly organized and existing under
the laws of the State of Florida with its principal office as indicated in the Articles of
Incorporation at Destin, Florida, has named Michael O. Gibson, 71 Country Club Drive
E., Destin, Florida 32541, as its agent to accept service of process for the above-named
corporation at the place designated in this Certificate.

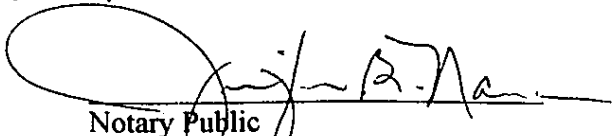
SECOND: Having been named to accept service of process for the above-named
corporation at the place designated in this Certificate, I hereby agree to act in this
capacity and I further agree to comply with the provisions of all statutes relative to the
proper performance of my duties.



Michael O. Gibson
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and ascribed before me by Michael O. Gibson who is personally known
to me and who did take an oath, this 9TH day of July 1994. PRODUCED FLORIDA DL
JULY 12 1994 FEBRUARY, 1995.


Notary Public
Typed Name JENNIFER B NANCE

Commission No.
My Commission Expires:



JENNIFER B NANCE
My Commission CC408875
Expires Sep. 26, 1998